

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**BOEHRINGER INGELHEIM INTERNATIONAL
GMBH and BOEHRINGER INGELHEIM
PHARMACEUTICALS, INC.,**

Plaintiffs,

v.

MYLAN PHARMACEUTICALS INC.,

Defendant.

Civil Action No. 05-854 (KAJ)

**REPLY OF PLAINTIFFS BOEHRINGER INGELHEIM GMBH AND
BOEHRINGER INGELHEIM PHARMACEUTICALS, INC.
TO COUNTERCLAIMS OF DEFENDANT MYLAN PHARMACEUTICALS INC.**

Plaintiffs Boehringer Ingelheim International GmbH and Boehringer Ingelheim Pharmaceuticals, Inc. ("Plaintiffs") hereby reply to the Counterclaims of Defendant Mylan Pharmaceuticals Inc. ("Mylan") as follows:

1. Admitted.
2. Admitted.
3. Admitted.
4. Admitted.
5. Admitted that venue is proper in this district; otherwise denied.
6. Admitted that this Court has personal jurisdiction over Plaintiffs/Counterclaim defendants in this matter; otherwise denied.

First Counterclaim

7. Plaintiffs incorporate by reference each of their Answers to paragraphs 1 through 6 of Mylan's Counterclaims as if fully set forth herein.

8. Denied.

9. Plaintiffs are without knowledge or information sufficient to form a belief as to what Mylan believes and therefore deny these allegations.

10. Denied.

11. Denied.

Second Counterclaim

12. Plaintiffs incorporate by reference each of their Answers to paragraphs 1 through 11 of Mylan's Counterclaims as if fully set forth herein.

13. Denied.

14. Plaintiffs are without knowledge or information sufficient to form a belief as to what Mylan believes and therefore deny these allegations.

15. Denied.

16. Denied.

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs pray for a judgment that Mylan take nothing by way of its Counterclaims and that the Court grant the relief requested in Plaintiffs' Complaint.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Jack B. Blumenfeld

Jack B. Blumenfeld (#1014)

Maryellen Noreika (#3208)

1201 North Market Street

P. O. Box 1347

Wilmington, DE 19899-1347

(302) 658-9200

Attorneys for Plaintiffs/Counterclaim
Defendants Boehringer Ingelheim
International GmbH and Boehringer
Ingelheim Pharmaceuticals, Inc.

Of Counsel:

Steven C. Cherny
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1000
New York, NY 10022-4834

Kenneth G. Schuler
Amanda J. Hollis
Joel Neckers
LATHAM & WATKINS LLP
Sears Tower, Suite 5800
Chicago, IL 60606

January 24, 2006

CERTIFICATE OF SERVICE

I, Jack B. Blumenfeld, hereby certify that on January 24, 2006, I caused to be electronically filed a true and correct copy of Reply of Plaintiffs Boehringer Ingelheim GmbH and Boehringer Ingelheim Ingelheim Pharmaceuticals, Inc. to Counterclaims of Defendant Mylan Pharmaceuticals Inc. with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Mary B. Matterer (#2696)
Morris, James, Hitchens & Williams

and that I caused copies to be served upon the following in the manner indicated:

BY HAND

Mary B. Matterer
Morris, James, Hitchens & Williams
222 Delaware Avenue
P.O. Box 2306
Wilmington, DE 19899

BY FEDERAL EXPRESS

David J. Harth
David L. Anstaett
Melody K. Glazer
Heller Ehrman LLP
One East Main Street, Suite 201
Madison, Wisconsin 53703

Shannon M. Bloodworth
Heller Ehrman LLP
1717 Rhode Island Ave., NW
Washington, DC 20036

/s/ Jack B. Blumenfeld (#1014)
Morris, Nichols, Arsht & Tunnell LLP
1201 N. Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200
jblumenfeld @mnat.com